

A090000000940

Division of Corporations

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December 23, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BROAD AND CASSEL (ORLANDO)

SUBJECT: TIDELANDS MARINA GROUP PARTNERS, LTD.
REF: W09000054904

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**CERTIFICATE OF LIMITED PARTNERSHIP**

OF

TIDELANDS MARINA GROUP PARTNERS, LTD.

Pursuant to the authority of Section 620.1201, Florida Statutes, the undersigned, constituting the sole general partner of TIDELANDS MARINA GROUP PARTNERS, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be TIDELANDS MARINA GROUP PARTNERS, LTD. (the "Partnership").

2. The address of the initial office where records shall be kept shall be 700 West Morse Boulevard, Suite 220, Winter Park, Florida 32789. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801.

3. The name and initial business address of the General Partner is:

TIDELANDS MARINA GROUP MANAGERS, L.L.C., a Florida limited liability company
700 West Morse Boulevard, Suite 220
Winter Park, Florida 32789

4. The initial mailing address of the limited partnership is 700 West Morse Boulevard, Suite 220, Winter Park, Florida 32789.

5. The period of duration for the Partnership shall be perpetual, unless dissolved in accordance with the terms of the governing partnership agreement of the Partnership.

This Certificate has been executed by the undersigned as of the 16th day of December, 2009.

GENERAL PARTNER:

**TIDELANDS MARINA GROUP MANAGERS,
L.L.C.**, a Florida limited liability company

By: _____

Paul M. Missigman, Manager

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for TIDELANDS MARINA GROUP PARTNERS, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with and accepts its statutory obligations as such.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC., a Florida corporation**

By: _____


Janice Myers, Vice President

Dated this 16th day of December, 2009.